

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FUNICULAR FUNDS, LP, individually and on behalf of all other similar situated,

Plaintiff,

v.

PIONEER MERGER CORP., PIONEER MERGER SPONSOR LLC, JONATHAN CHRISTODORO, RICK GERSON, OSCAR SALAZAR, RYAN KHOURY, SCOTT CARPENTER, MATTHEW COREY, MITCHELL CAPLAN and TODD DAVIS,

Defendants.

Case No. 22-cv-10986-JSR

ECF Case

**DECLARATION OF KYLA JACKSON IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT
OR TO STAY THE ACTION**

I, Kyla Jackson, pursuant to 28 U.S.C. 1746, hereby declare as follows:

I am a partner with the law firm of Kirkland & Ellis LLP. My firm represents Defendants Pioneer Merger Corp. ("Pioneer"), Pioneer Merger Sponsor LLC ("Sponsor"), Jonathan Christodoro, Rick Gerson, Oscar Salazar, Ryan Khoury, Scott Carpenter, Matthew Corey, Mitchell Caplan and Todd Davis (collectively, "Defendants") in the above-captioned action. I submit this declaration in support of Defendants' Motion to Dismiss Plaintiff's Amended Complaint or to Stay the Action, dated March 6, 2023. I have personal knowledge of the facts stated herein, and I am competent to testify to the matters set forth below.

1. Attached hereto as Exhibit 1 is a true and correct copy of the Letter Agreement among Pioneer, Sponsor and each individual Defendant (the "Sponsor Agreement"), dated January 12, 2021, *see, e.g.*, Am. Compl. ¶ 43.

2. Attached hereto as Exhibit 2 is a true and correct copy of Pioneer's Amended and Restated Memorandum and Articles of Association of Pioneer ("Articles"), dated October 21, 2020.

3. Attached hereto as Exhibit 3 is a true and correct copy of Plaintiff's Schedule 13D, dated December 30, 2022.

4. Attached hereto as Exhibit 4 is a true and correct copy of Plaintiff's Petition filed in the Grand Court of the Cayman Islands on January 12, 2023 in cause FSD 6 of 2023 (the "Petition").

5. Attached hereto as Exhibit 5 is a true and correct copy of the expert declaration of the Hon. Alexander Henderson, dated March 6, 2023.

6. Attached hereto as Exhibit 6 is a true and correct copy of the Business Combination Agreement among Pioneer and Acorns Grow Incorporated (the "Business Combination Agreement"), dated May 26, 2021, *see, e.g.*, Am. Compl. ¶ 51.

7. Attached hereto as Exhibit 7 is a true and correct copy of the Termination Fee Agreement among Sponsor and Acorns Grow Incorporated (the "Termination Fee Agreement"), dated January 03, 2022, *see, e.g.*, Am. Compl. ¶ 12.

Executed: March 6, 2023
New York, New York



Kyla Jackson